

READ INSTRUCTIONS CAREFULLY
BEFORE PROCEEDING

FEDERAL COMMUNICATIONS COMMISSION
REMITTANCE ADVICE

Approved by OMB
3060-0589
Page 1 of 1

(1) LOCK BOX #		FCC/MELLON		MAY 26 2005		SPECIAL USE ONLY	
						FCC USE ONLY	
SECTION A - PAYER INFORMATION							
(2) PAYER NAME (if paying by credit card enter name exactly as it appears on the card) Empire One Telecommunications, Inc.				(3) TOTAL AMOUNT PAID (U.S. Dollars and cents) \$895.00			
(4) STREET ADDRESS LINE NO. 1 55 Washington Street, 9th Floor							
(5) STREET ADDRESS LINE NO. 2							
(6) CITY Brooklyn				(7) STATE NY	(8) ZIP CODE 11201		
(9) DAYTIME TELEPHONE NUMBER (include area code) (504) 832-1984				(10) COUNTRY CODE (if not in U.S.A.)			
FCC REGISTRATION NUMBER (FRN) REQUIRED							
(11) PAYER (FRN) 0004343596				(12) FCC USE ONLY			
IF MORE THAN ONE APPLICANT, USE CONTINUATION SHEETS (FORM 159-C) COMPLETE SECTION BELOW FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET							
(13) APPLICANT NAME							
(14) STREET ADDRESS LINE NO. 1							
(15) STREET ADDRESS LINE NO. 2							
(16) CITY				(17) STATE	(18) ZIP CODE		
(19) DAYTIME TELEPHONE NUMBER (include area code)				(20) COUNTRY CODE (if not in U.S.A.)			
FCC REGISTRATION NUMBER (FRN) REQUIRED							
(21) APPLICANT (FRN)				(22) FCC USE ONLY			
COMPLETE SECTION C FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET							
(23A) CALL SIGN/OTHER ID		(24A) PAYMENT TYPE CODE CUT		(25A) QUANTITY 1			
(26A) FEE DUE FOR (PTC)		(27A) TOTAL FEE \$895.00		FCC USE ONLY			
(28A) FCC CODE 1		(29A) FCC CODE 2					
(23B) CALL SIGN/OTHER ID		(24B) PAYMENT TYPE CODE		(25B) QUANTITY			
(26B) FEE DUE FOR (PTC)		(27B) TOTAL FEE		FCC USE ONLY			
(28B) FCC CODE 1		(29B) FCC CODE 2					
SECTION D - CERTIFICATION							
CERTIFICATION STATEMENT I, <u>ELLEN ANN SANDS</u> certify under penalty of perjury that the foregoing and supporting information is true and correct to the best of my knowledge, information and belief.							
SIGNATURE <u>Ellen Ann Sands</u>				DATE <u>5-25-05</u>			
SECTION E - CREDIT CARD PAYMENT INFORMATION							
ACCOUNT NUMBER _____							
I hereby authorize the FCC to charge my credit card for the service(s)/authorization herein described.							
SIGNATURE <u>Paul Butler</u>				DATE <u>5-25-05</u>			

SEE PUBLIC BURDEN ON REVERSE

FCC FORM 159

FEBRUARY 2003 (REVISED)

NOWALSKY, BRONSTON & GOTHARD

A Professional Limited Liability Company

Attorneys at Law

Leon L. Nowalsky
Benjamin W. Bronston
Edward P. Gothard

3500 North Causeway Boulevard
Suite 1442
Metairie, Louisiana 70002
Telephone: (504) 832-1984
Facsimile: (504) 831-0892
May 23, 2005

Monica Borne Haab
EllenAnn G. Sands
Philip R. Adams, Jr.

Of Counsel
Bruce C. Betzer

BY OVERNIGHT DELIVERY

Federal Communications Commission
Common Carrier Bureau
445 12th Street S.W.
Washington, D. C. 20554

FCC c/o Mellon Bank
500 Ross Street, 6th Floor
Pittsburgh, PA 15251

ATTN: Wholesale Lockbox Shift Supervisor

RE: Combined Application to Transfer Control of the Domestic 214 of Empire One
Telecommunications, Inc. to Fonix Corporation
(Separate application has been filed with the International Bureau)

Dear Sir or Madam:

Enclosed please find the following documents submitted on behalf of Empire One
Telecommunications, Inc. and Fonix Corporation:

1. The original and four (4) copies of the Combined International and Domestic
Application for transfer of Control of the 214 from Empire One
Telecommunications, Inc., to Fonix Corporation
2. The original and four (4) copies of FCC Form 159 including credit card
information for the \$895.00 filing fee.

Should you have any questions or require additional information, please do not hesitate
to contact me.

I would appreciate if you would return a copy of this letter, date-stamped, in the
envelope provided.

Sincerely,



EllenAnn G. Sands

Enclosures

**Before the
FEDERAL COMMUNICATIONS COMMISSION
Washington, DC 20554**

In the Matter of

FONIX CORPORATION and
EMPIRE ONE TELECOMMUNICATIONS, INC.

Application Pursuant to Section 214 of the
Communications Act of 1934 and
Section 63.24 of the Commission's Rules for
Consent to the Transfer of Control of
Empire One Telecommunications, Inc.
to Fonix Corporation

and

Application Pursuant to Section 214 of the
Communications Act of 1934 and
Section 63.04 of the Commission's Rules for
Consent to the Transfer of Control of
Empire One Telecommunications, Inc.
to Fonix Corporation

File No. ITC/T/C-2004 _____

WC Docket No. 04-_____

Attention: International Bureau and Wireline Competition Bureau

**JOINT INTERNATIONAL AND DOMESTIC APPLICATION
FOR TRANSFER OF CONTROL**

Pursuant to section 214 of the Communications Act of 1934, as amended (the "Act"), and sections 63.04 and 63.24 of the Commission's rules, this Application seeks Commission approval to transfer control of Empire One Telecommunications, Inc. ("EOT") to Fonix Corporation ("Fonix") (together referred to as "Applicants"). EOT holds authority to provide domestic and international telecommunications services pursuant to section 214 of the Act.¹

¹ EOT Acquisition Corporation (File Number ITC-ASG-19991202-00780) effected a corporate name change to Empire One Telecommunications, Inc. Corporate address 55 Washington St. New York, NY 11201. The contact person is Paul Butler (718) 260-0800.

On November 19, 2004 EOT and Fonix entered into a Merger Agreement whereby TOE Acquisition Corporation ("TOE"), a wholly owned subsidiary of Fonix, will merge with and into EOT with EOT being the survivor and becoming a wholly owned subsidiary of Fonix (with such transaction being referred to herein as the "Merger"). The Merger will result in a transfer of control ("Transfer") of EOT's ownership. In connection with the Merger, the Applicants anticipate that the current shareholders of EOT will transfer their ownership to Fonix, resulting in Fonix, through TOE, acquiring 100% ownership of EOT. The shareholders of Empire who do not exercise dissenters rights in connection with the Merger, will acquire cash and common stock in Fonix as consideration for the Merger. This Application seeks Commission approval to transfer control of EOT to Fonix.

EOT is a provider of interexchange and local telecommunications services. Fonix (and its subsidiary, TOE, are holding companies and neither hold any certificates of authority to provide telecommunications services). The proposed transaction will serve the public interest, convenience and necessity. By merging the resources of the Applicants, the post-transaction company will become a stronger competitor in the marketplace for local, interstate and international telecommunications services. The customers of Empire will benefit from the combined company's improved resources and assets, which will help ensure continuity of service and enhance the ability of Empire to offer a broader range of innovative products and services to customers. The proposed transaction, therefore, will strengthen the ability of the post-merger company to offer services in competition with other providers, including incumbent local exchange carriers, in their operating areas. Grant of this Application clearly will promote competition in the local exchange, interexchange, and international telecommunications markets

and will serve the public interest.

I. INFORMATION REQUIRED BY SECTION 63.24

This Application seeks authority to transfer control of EOT, which holds authority pursuant to section 214 of the Act to provide domestic interstate and international telecommunications service, to Fonix. Section 63.24(e)(2) of the Commission's rules requires that an application for a substantial transfer of control of a carrier holding international section 214 authority include the following information, as described in section 63.18:

- (a) The name, address and telephone number of the transferor is:

Empire One Telecommunications, Inc.
ATTN: Paul Butler
55 Washington Street, 9th Floor
Brooklyn, NY 11201
Phone: (718) 260-0800

The name, address and telephone number of the transferee is:

Fonix Corporation
ATTN: Roger D. Dudley
9350 South 150 East, Suite 700
Sandy, Utah 84070
Fax: (801) 553-6707

- (b) Fonix and TOE are Delaware corporations.
Empire is a Delaware corporation.
- (c) Correspondence concerning this Application should be addressed to:

EllenAnn G. Sands
Nowalsky, Bronston & Gothard
3500 N. Causeway Blvd. Suite 1442
Metairie, LA 70002
Phone: (504) 832-1984
Email: esands@nbglaw.com

With copies to:

Timothy Walsh, Esq.
Piper Rudnick LLP
1251 Avenue of the Americas
New York, New York 10020
Fax: (212) 835-6001

Jeffery M. Jones, Esq.
Durham Jones & Pinegar, P.C.
111 East Broadway, Suite 900
Salt Lake City, UT 84111
Fax: (801) 415-3500

- d) Empire holds domestic and international authority pursuant to section 214 of the Act. Authority was granted in File No. ITC-ASG-19991202-00780, December 2, 1999.

Responses (e) through (g) are not applicable to this Application.

- (h) The following are the names, addresses, citizenship, and principal businesses of any person or entity that will directly or indirectly own at least ten percent of the equity of the applicants. There will be no interlocking directorates with any foreign carrier.

Fonix Corporation

Address: 9350 South 150 East, Suite 700, Sandy, UT 84070
Citizenship: United States
Principal Business: Telecommunications (Holding Company)
Relationship: 100 percent direct parent of TOE Acquisition Corporation.
Anticipated 100 percent direct parent of Empire One

There is no person or entity which has a 10% or greater interest in
Fonix

TOE Acquisition Corporation: 9350 South 150 East, Suite 700, Sandy, UT 84070
Citizenship: United States
Principal Business: Telecommunications (Holding Company)
Relationship: 100 percent wholly owned subsidiary of Fonix that was formed specifically to effect the Merger.

- (i) Applicants certify that they are not, and following the proposed transaction will not be, affiliated with any foreign carrier within the meaning of section 63.09(d) and (e).

- (j) The Applicants certify that they do not seek authority to provide service to any country described in paragraphs (1) through (4) of section 63.18(j).
- (k) Not applicable.
- (l) Not applicable.
- (m) Not applicable.
- (n) Applicants certify that they have not agreed to accept special concessions directly or indirectly from any foreign carrier with respect to any U.S. international route where the foreign carrier possesses market power on the foreign end of the route and will not enter into such agreements in the future.
- (o) Applicants certify that no party to the Application is subject to a denial of Federal benefits pursuant to section 5301 of the Anti-Drug Abuse Act of 1988.
- (p) This international section 214 Application qualifies for streamlined processing pursuant to section 63.12 because the applicants are not affiliated with any foreign carriers; are not affiliated with any dominant U.S. carriers whose international switched or private line services the applicant seeks authority to resell; and do not seek authority to provide switched basic services over private lines to a country for which the Commission has not previously authorized the provision of switched services over private lines. This Application therefore should be granted, pursuant to section 63.12(a), fourteen days after the date of public notice listing this Application as accepted for filing.

II ADDITIONAL INFORMATION REQUIRED BY SECTION 63.04

This Application seeks Commission consent to transfer control of Empire, which holds authority to provide domestic and international telecommunications services pursuant to section 214 of the Act. Pursuant to section 63.04(b) of the Commission's rules, the parties submit the following information in support of this Application in response to items 6 through 12 of section 63.04(a):

6) As set forth above, this Application seeks Commission consent to transfer control of Empire to Fonix. Specifically, the Application seeks consent for TOE to merge with and into Empire, with Empire being the surviving entity. As a result of the Merger, the current shareholders of Empire will transfer their share ownership to Fonix and by virtue of the Merger, and subject to the rights of any Empire shareholders who exercise dissenters' rights under Delaware law, Fonix will acquire 100% ownership of Empire. Empire will become a wholly owned subsidiary of Fonix.

7) Empire provides local and/or long distance telecommunications services in California, Colorado, Massachusetts, Michigan, New Jersey, New York, Pennsylvania and Texas.

8) This Application qualifies for streamlined processing under section 63.03(b)(2)(I) because the transferee will have a market share in the interstate interexchange market of less than 10 percent, the transferee will provide competitive telephone exchange services or exchange access services exclusively in geographic areas served by a dominant local exchange carrier that is not a party to the proposed transaction, and no party to this Application is dominant with respect to any service.

(9) The parties are filing a slamming certification letter with the Commission.

(10) Only standard streamlined processing of this domestic section 214 transfer of control application is sought pursuant to Section 63.03.

(11) No waiver requests are being filed in conjunction with the transaction.

(12) As discussed above, grant of this Application will strengthen Empire as the post-transaction company will become a stronger competitor in the marketplace for local, interstate and international telecommunications services. The customers of Empire will benefit from the combined company's improved resources and assets, which will help ensure continuity of service and enhance the ability of Empire to offer a broader range of innovative products and services to customers. The proposed transaction therefore will strengthen the ability of the post-merger company to offer services in competition with other providers, including incumbent local exchange carriers, in their operating areas. Grant of this Application will promote competition in the local exchange, interexchange, and international telecommunications markets and will serve the public interest.


III. CONCLUSION


For the foregoing reasons, this Application respectfully requests that the Commission consent to the change in control of Empire to Fonix that will result from the proposed Merger Agreement.

Respectfully submitted,

EMPIRE ONE
TELECOMMUNICATIONS

FONIX CORPORATION

BY: 
Paul Butler
Chief Operating Officer


BY: 
Thomas A. Murdock
President

Dated: May 23, 2005

STATE OF LOUISIANA
COUNTY OF ORLEANS

VERIFICATION

I, Paul Butler, am the Chief Operating Officer of Empire One
Telecommunications, Inc., and am authorized to make this Verification on its behalf.
The statements made in the foregoing Application are true of my own knowledge,
except as to those matters which are therein stated on information and belief, and as to
those matters I believe them to be true.

By: 
Name: Paul Butler
Title: Chief Operating Officer

Sworn to and subscribed before me, Notary Public, in and for the State and
County named above, this 30th day of December, 2004.


Notary Public

My commission expires:

ELLEN ANN G. SANDS
Notary Public, State of Louisiana
My Commission is issued for life.
Notary Number: 45206

STATE OF UTAH

COUNTY OF SALT LAKE

VERIFICATION

I, Thomas A. Murdock, am the President of Fonix

Corporation, and am authorized to make this Verification on its behalf. The statements made in the foregoing Application are true of my own knowledge, except as to those matters which are therein stated on information and belief, and as to those matters I believe them to be true.

By: TAMurdock
Name: Thomas A. Murdock
Title: President + CEO

Sworn to and subscribed before me, Notary Public, in and for the State and County named above, this 20th day of December, 2004.

Carol J. Nye
Notary Public

My commission expires:

